

United Way Halton & Hamilton
Board Policy – Governance

BOARD OF DIRECTORS CODE OF CONDUCT POLICY

Adopted: 04/26/17

Approved: 11/29/17

Page 1 of 4

General Principles

This policy sets out the Code of Conduct expected of United Way Halton & Hamilton (UWHH) Directors in response to the trust placed in them by the membership. Evidence of failure to uphold these standards on the part of an individual Director may occasion a warning from the Board Chair and may, in serious cases, give rise to the Director being asked by the Board to resign.

This Code of Conduct outlines general standards and is intended to complement the by-law and any applicable statutory provisions governing fiduciary obligations and conflicts of interest of directors of charitable corporations. Should this policy conflict with any applicable laws or the by-laws of United Way, the provisions of such laws or by-laws shall supersede this policy.

Each Director subordinates their personal interests to those of UWHH. For Directors, UWHH must come first. High standards of honesty and loyalty to the corporation and its stakeholder is required in the exercise of each director's authority and discretion.

Each director, not only the members of the Finance & Audit Committee, has a fiduciary responsibility to UWHH for sound financial management and on the on-going viability and well-being of UWHH.

The Board may, at its discretion, amend or approve of exceptions to this Code. Each Board member must be familiar with this Code of Conduct and use it as a guide for their conduct as directors of United Way. The Board Chair or the Governance & HR Chair will provide guidance on any item in this Code of Conduct. The Board Chair may at their discretion or at the request of a Director seek the advice of outside Counsel.

(a) Conflicts of Interest

Another obligation of each Board member is to avoid "conflicts of interest".

A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to United Way Halton & Hamilton and the individual's personal or business interests. To avoid potential conflict of interest problems, we as a Board will abide by the following procedures:

1. If a Board Member believes that they are in a potential conflict of interest given the agenda items to be discussed, this should be declared up front.
2. If another Board Member believes that a fellow Board member is in a potential conflict of interest, they can raise the concern for the Board to discuss and vote on action needed (e.g, person be declared in conflict of interest and then need to abide by points 3 and 4 below).
3. Upon such disclosure, the individual shall not contribute or actively participate in the discussion or voting when that item comes to the floor.
4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

(b) Media Relations

The members of the Board of Directors have a responsibility to represent the organization to the community in a positive manner.

The Chair of the Board of Directors is the official spokesperson for the organization on matters of crisis, policy and overall direction of United Way Halton & Hamilton. At the discretion of the Chair, this responsibility may be shared or assigned to the President and CEO on a case by case basis.

The President and CEO serves as the spokesperson for the day-to-day operations of the organizations, including programs, events, new offerings as well as advocacy.

Individual members of the Board do not respond to media inquiries. Instead they need to refer the request to the Chair of the Board or President and CEO – depending on the nature of the inquiry (e.g., strategic or operations). Violation of this policy is a break of confidentiality and the Board of Directors collectively will determine whether dismissal of the Board member from the governing body is appropriate

(c) Confidential Information

Directors of United Way have access to confidential, proprietary and other information relating to United Way. Board members must maintain such information in strict confidence and shall not disclose such information to any person outside of the Board unless expressly authorized by the Board, and shall not use any such information for personal gain. Such obligations shall apply both during and after each Board member's term as a director of United Way.

(d) Use of United Way Property

United Way Property may not be used by any United Way Board member for personal or business use or gain.

“United Way Property” means any and all physical assets of United Way whether owned, leased, rented, purchased or received through donation. This definition specifically includes vehicles, computer or other office equipment, furnishing and fixtures.

(e) Gift and Benefits Received by Directors

From time to time, United Way Board members may be offered a gift or benefit to recognize a service that they have provided in their capacity as a United Way director (e.g., a thank you gift for giving a speech). To ensure compliance with applicable laws which prohibit the remuneration of directors of charities, and to preserve the image and integrity of the Board and United Way, such gifts should be refused. Moreover, in no event may a Board member accept any gift or benefit that would suggest influencing a decision concerning United Way.

Notwithstanding the foregoing, moderate hospitality is a normal business courtesy and often a gift cannot realistically be refused without offending the offeror. In such scenario, the director may accept the gift on behalf of the United Way organization, publicly acknowledge this as the basis for acceptance and then deliver the gift to the United Way.

(f) Hiring of Relatives

No Board member shall participate in any fashion in the hiring, promotion, discipline or termination of a family member as an employee of United Way.

In general, the fact that an employee or prospective employee is related to a United Way employee, Board member, officer or another corporation, charity or organization that supports or is supported by United Way, shall operate neither to prejudice nor to improve the person’s prospects of being hired, promoted, disciplined or dismissed as an employee of United Way. In all cases, merit, qualifications, experience, equity and budgetary provisions shall be the governing considerations for employee matters such as hiring and promotion.

(g) Enforcement

It is the responsibility of every director to be familiar with their obligations under this Code of Conduct, the by-laws of United Way and all applicable laws. If a director has reason to believe that another director has not complied or is not complying with such

obligations, such director must inform the director in question and the Chair (or, in the case of the Chair, the Vice-Chair). The Chair (or Vice-Chair) shall then bring the matter to the next Board meeting and it shall be addressed by the Board as a whole.

(h) Disciplinary Procedures

The Board is authorized to discipline, suspend or expel a director, provided that any such action is carried out in good faith and in a fair and reasonable manner. Disciplinary actions may also consist of requiring a director to appear before the Board and explain certain actions.

Directors must be given reasonable notice of any disciplinary action, with reasons, and must be given an opportunity to be heard by the Board either orally or in writing before any disciplinary action, suspension or termination of directorship becomes effective.

Disciplinary decisions should take into account this Code of Conduct and any other Board policies, along with the by-laws and any applicable laws.

The removal of a director may be justified if a director fails or refuses to comply with the United Way governance framework (including its corporate charter, by-laws, policies, this Code of Conduct and applicable laws), breaches a fiduciary duty to the corporation, and/or is found guilty of a criminal offence.

(i) Decorum

The Board is expected to carry out its functions ethically and professionally. This requires the proper use of each director's authority and appropriate decorum both as a group and individually as Board members.

The Board is committed to effective decision making and, once a decision has been made, speaking with one voice. Towards this end board members will:

1. Refrain from "lobbying" other board members outside of board meetings that might have the effect of creating factions, suppressing alternate view points and limiting free and open discussion.
2. Refrain from giving direction, as an individual board member, to the President and CEO or any other member of staff.